

C/m

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

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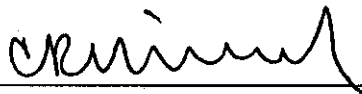
NCR CORPORATION,	:	
	:	Case No. CV 06-5915 (LDW) (AKT)
Plaintiff-Counterdefendant,	:	
	:	
vs.	:	
	:	
SYSTEMAX INC.,	:	
	:	
Defendant-Counterclaimant.	:	
	:	
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STIPULATION AND [PROPOSED] ORDER OF DISMISSAL WITH PREJUDICE

IT IS HEREBY STIPULATED AND AGREED by and between the undersigned, the attorneys of record for the parties herein, that all claims and counterclaims in the above-entitled action are hereby dismissed with prejudice, with each party to bear its own costs, disbursements, and attorneys' fees.

Dated: February 7, 2008

ORRICK, HERRINGTON & SUTCLIFFE LLP


By: 

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NCR CORPORATION

Dated: February 7, 2008

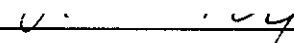
DAVIDOFF MALITO & HUTCHER, LLP

By: David W. Denenberg / by , with permission

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Attorneys for Defendant-Counterclaimant
SYSTEMAX INC.

SO ORDERED:


U.S. District Court Judge

*Dated: Central Islip, NY
Feb. 11, 2008*